



Secretarial Department

February 23, 2024

Ref. FEDFINA/ CS/58/ 2023-24

To, National Stock Exchange of India Ltd., Listing Department Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	To, BSE Limited, The Corporate Relationship Dept. Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001
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Re: Scrip Code: 544027, Symbol: FEDFINA

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Voting Results of the Extraordinary General Meeting (EGM) of the Company

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details of voting results inclusive of remote e-voting and e-voting during Extraordinary General Meeting (EGM) of the Company held on Thursday, February 22, 2024 at 11.00 a.m. through Video Conferencing (VC).

We are also enclosing herewith the following:

1. The details of e-voting results of the businesses transacted at the EGM of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, marked as **Annexure – I**.
2. Consolidated Scrutinizer's report on remote e-voting and e-voting during the EGM submitted by the Scrutinizer, Mr. Dinesh Kumar Deora (FCS: 5683), Partner of M/s DM & Associates Company Secretaries LLP, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended) marked as **Annexure – II**.

All the resolution(s) contained in the notice of the Extraordinary General Meeting of the Company were passed with requisite majority.



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The e-voting results along with the Scrutinizer's Report dated February 22, 2024 will be made available on the Company's website at www.fedfina.com and on the website of the NSDL within two days from the conclusion of the meeting.

The above is submitted for your kind information and appropriate dissemination.

Thanking you,

Yours Faithfully
For Fedbank Financial Services Limited

Rajaraman Sundaresan
Company Secretary & Compliance Officer
Membership No.:F3514



Annexure-I

Details of Voting Results – Extraordinary General Meeting held on February 22, 2024

1.	Date of the AGM/EGM	February 22, 2024
2.	Total number of shareholders on record date (cut-off date: February 15, 2024)	158871
3.	No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public: 	Not applicable
4.	No. of Shareholders attended the meeting through Video Conferencing: <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public 	1 36

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Resolution (1)								
Resolution required: Ordinary				APPROVAL OF THE AMENDED SHAREHOLDERS' AGREEMENT (SHA) DATED JULY 19, 2023 POST LISTING				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	227471046	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	97583455	46996099	48.1599	28797986	18198113	61.2774	38.7226
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97583460	46996099	48.1599	28797986	18198113	61.2774	38.7226
Public-Non Institutions	E-Voting	44030024	6471712	14.6984	6470347	1365	99.9789	0.0211
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	44030019	6471712	14.6984	6470347	1365	99.9789	0.0211
Total	Total	369084525	53467811	14.4866	35268333	18199478	65.9618	34.0382
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: Special				ADOPTION OF THE ALTERED ARTICLES OF ASSOCIATION OF THE COMPANY POST LISTING				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100.0000	227471046	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		227471046	227471046	100.0000	227471046	0	100.0000
Public-Institutions	E-Voting	97583455	73928452	75.7592	66358384	7570068	89.7603	10.2397
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		97583424	73928452	75.7592	66358384	7570068	89.7603
Public-Non Institutions	E-Voting	44030019	6471284	14.6974	6468528	2756	99.9574	0.0426
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		44030019	6471284	14.6974	6468528	2756	99.9574
Total	Total	369084525	307870782	83.4147	300297958	7572824	97.5403	2.4597
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: Special				RATIFICATION OF THE EXISTING FEDBANK FINANCIAL SERVICES LIMITED – EMPLOYEES STOCK OPTION PLAN, 2018 AS AMENDED POST LISTING				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100.0000	227471046	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	227471046	227471046	100.0000	227471046	0	100.0000	0.0000
Public-Institutions	E-Voting	97583455	79285595	81.2490	62876051	16409544	79.3032	20.6968
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97583460	79285595	81.2490	62876051	16409544	79.3032	20.6968
Public-Non Institutions	E-Voting	44030024	6471254	14.6974	6468927	2327	99.9640	0.0360
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	44030019	6471254	14.6974	6468927	2327	99.9640	0.0360
Total	Total	369084525	313227895	84.8662	296816024	16411871	94.7604	5.2396
Whether resolution is Pass or Not.							Yes	

FEDBANK FINANCIAL SERVICES LIMITED

(CIN: U65910MH1995PLC364635)

Registered Office: Kanakia Wall Street, A Wing, 5th Floor, Unit No.511, Andheri Kurla
Road, (Andheri East), Mumbai - 400093.

CONSOLIDATED SCRUTINISER'S REPORT

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT
THE EXTRA-ORDINARY GENERAL MEETING OF
FEDBANK FINANCIAL SERVICES LIMITED HELD
THROUGH VIDEO CONFERENCING ("VC")/ OTHER
AUDIO-VISUAL MEANS ("OAVM") ON THURSDAY,
FEBRUARY 22, 2024

C.S. C.A. Dinesh Kumar Deora
DM & Associates Company Secretaries LLP
Company Secretaries

[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]

ADDRESS: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097

Tel 022-28443641 Mob 09321018355

Email: dmassociates@gmail.com Website: www.dmncs.co.in

DM & ASSOCIATES COMPANY SECRETARIES LLP

(LLPIN NO. AAI-4743)

[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]
REGD. OFFICE: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel No. 022-28443641 Email: dmassociatesllp@gmail.com

Report of the Scrutiniser

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies
(Management and Administration) Rules, 2014 as amended]**

**To,
The Chairman**

Of the Extra-Ordinary General Meeting of the Members of Fedbank Financial Services Limited on Thursday, February 22, 2024 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Dinesh Kumar Deora, Partner of DM & Associates Company Secretaries LLP, Company Secretaries, having Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097, appointed by the Board of **FEDBANK FINANCIAL SERVICES LIMITED** ("The Company") as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted for the Extra-Ordinary General Meeting ("EGM") held *through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")* on Thursday, February 22, 2024 at 11:00 a.m. (IST) pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

I submit report as under:

- a) The EGM is held in compliance with the MCA General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 10/2022 and 11/2022 dated 28th December, 2022, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 19/2021 dated 8th December 2021, General circular No. 02/2021 dated 13th January 2021 read with General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 05th May 2020 (collectively referred to as "MCA Circulars") regarding holding of the EGM through Video Conferencing (VC) / Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the EGM has been sent on January 31, 2024 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories").
- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the EGM) to the Members on the resolutions proposed in the Notice calling the EGM of the Company was the responsibility of the Management. My responsibility as a scrutiniser was to ensure that the voting process is conducted in a fair and transparent manner and *render a consolidated scrutiniser's report on the voting to the Chairman* on the resolutions.
- c) The e-voting facility both for e-voting prior to the EGM (remote e-voting) and

- voting at the EGM by electronics means (e-voting) was provided by **National Securities Depository Limited ("NSDL")**.
- d) The Members of the Company as on the "cut-off" date i.e. Thursday, February 15, 2024 were entitled to vote on the resolution no's 1, 2 & 3 as set out in the notice of EGM.
 - e) The remote e-voting period commenced on Monday, February 19, 2024 at 09:00 a.m. (IST) and concluded on Wednesday, February 21, 2024 at 5:00 p.m. (IST) and the NSDL remote e-Voting portal was blocked thereafter.
 - f) At the EGM of the Company held on Thursday, February 22, 2024, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
 - g) After the closure of the e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked on Thursday, February 22, 2024 around 11:35 a.m. in the presence of two witnesses who are not in the employment of the Company.
 - h) *I hereby submit a consolidated scrutiniser's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice of the aforesaid EGM based on the scrutiny of remote e-voting and the electronic voting at the EGM and votes cast therein based on the data downloaded from the electronic voting system by the **National Securities Depository Limited ("NSDL")**.*
 - i) The results of the Remote e-Voting together with that of the voting through electronic voting system conducted at the EGM through VC/OAVM are as under:

1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION

APPROVAL OF THE AMENDED SHAREHOLDERS' AGREEMENT (SHA) DATED JULY 19, 2023 POST LISTING

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	341	3,52,58,800	65.94%
Electronic voting at the EGM	3	9,533	0.02%
TOTAL	344	3,52,68,333	65.96%

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	1,81,99,478	34.04%
Electronic voting at the EGM	0	0	0
TOTAL	20	1,81,99,478	34.04%

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

2. RESOLUTION NO. 2 AS A SPECIAL RESOLUTION

ADOPTION OF THE ALTERED ARTICLES OF ASSOCIATION OF THE COMPANY POSTLISTING

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	341	30,02,88,425	97.54%
Electronic voting at the EGM	3	9,533	0%
TOTAL	344	30,02,97,958	97.54%

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	17	75,72,824	2.46%
Electronic voting at the EGM	0	0	0
TOTAL	17	75,72,824	2.46%

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the EGM	0	0
TOTAL	0	0

3. RESOLUTION NO. 3 AS A SPECIAL RESOLUTION

RATIFICATION OF THE EXISTING FEDBANK FINANCIAL SERVICES LIMITED - EMPLOYEES STOCK OPTION PLAN, 2018 AS AMENDED POST LISTING

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	330	29,68,06,491	94.76%
Electronic voting at the EGM	3	9,533	0%
TOTAL	333	29,68,16,024	94.76%

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	28	1,64,11,871	5.24%
Electronic voting at the EGM	0	0	0
TOTAL	28	1,64,11,871	5.24%

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the EGM	0	0
TOTAL	0	0

Based on the foregoing, the Resolution No's. 1, 2 & 3 have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the Extra-Ordinary General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

**For DM & Associates Company Secretaries LLP
Company Secretaries**

DINESH KUMAR DEORA Digitally signed by DINESH KUMAR DEORA
Date: 2024.02.22 15:21:13 +05'30'

Dinesh Kumar Deora - Partner

M. No. F5683

COP NO. 4119

UDIN: F005683E003471618

Place: Mumbai

Date: February 22, 2024

For Fedbank Financial Services Limited

RAJARAMAN SUNDARESAN Digitally signed by RAJARAMAN SUNDARESAN
Date: 2024.02.22 15:34:51 +05'30'

Rajaraman Sundaresan

Company Secretary

Mem No. F3514

Place: Mumbai

Date: February 22, 2024